

RECORDATION NO. 12126-I FILED

AUG 5 '04

12-49 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 5, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Management Agreement, dated as of July 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease and Management Agreement which was previously filed with the Commission under Recordation Number 12126-C.

The name and address of the party to the enclosed document are:

Lessor: Railpool, a division of Interpool, Inc.
211 College Road East
Princeton, New Jersey 08540

[Manager: The Western Pacific Railroad Company
526 Mission Street
San Francisco, California 94105]

Mr. Vernon A. Williams
August 5, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

200 railcars: KCS 8801 through KCS 9000 (formerly WP 8801 through
WP 9000).

A short summary of the document to appear in the index is:

Notice of Termination of Management Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOTICE OF TERMINATION OF MANAGEMENT AGREEMENT

The undersigned, INTERPOOL, INC., Sublessor, publishes this notice that the Lease and Management Agreement, dated March 11, 1980 (the "Management Agreement"), between Railpool, a division of Interpool, Inc., and The Western Pacific Railroad Company, as subsequently amended or modified, has expired in accordance with its terms and has been terminated.

The Management Agreement was originally filed with the Interstate Commerce Commission (the "Commission," now the Surface Transportation Board) under Recordation Number 12126-C (an amendment was filed with the Commission under Recordation Number 12126-E) and covers the following railcars:

200 railcars: KCS 8801 through KCS 9000 (formerly WP 8801 through WP 9000).

Dated this 28th day of July, 2004

INTERPOOL, INC.

By: Kathleen C. Francis

Name: Kathleen C. Francis

Title: Vice President

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State of New Jersey)
County of Middlesex)

SS:

SURFACE TRANSPORTATION BOARD

On this 28th day of July, 2004, before me personally appeared Kathleen C. Francis, to me personally known, who being by me duly sworn, says that (s)he is a Vice President, of INTERPOOL, INC. and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: 11/20/06

Glenn A. Mirenda
NOTARY PUBLIC

GLENN A. MIRENDA
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 11/20/2006